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9 Attorneys for WAYMO LLC

10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

12 WAYMO LLC,

13 Plaintiff,

14 vs.

15 UBER TECHNOLOGIES, INC.;
16 OTTOMOTTO LLC; OTTO TRUCKING
17 LLC,

18 Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF JEFFREY W.
NARDINELLI**

1 I, Jeffrey W. Nardinelli, hereby declare as follows.

2 1. I am a member of the bar of the State of California and an associate with Quinn
3 Emanuel Urquhart & Sullivan, LLP, counsel for Plaintiff Waymo LLC ("Waymo"). I make this
4 declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and
5 would testify competently as follows.

6 2. Attached hereto as Exhibit A is a true and correct copy of a highlighted version of
7 the February 22, 2016 Uber/Otto term sheet, served by Defendants to Waymo on May 11, 2016.

8 3. Attached hereto as Exhibit B is a true and correct copy of a highlighted version of
9 the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

10 4. Attached hereto as Exhibit C is a true and correct copy of a highlighted version of
11 exhibits to the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

12 I declare under penalty of perjury under the laws of the State of California that the
13 foregoing is true and correct.

14 DATED: May 30, 2017

/s/ Jeffrey W. Nardinelli
Jeffrey W. Nardinelli

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18 **SIGNATURE ATTESTATION**

19 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the
20 filing of this document has been obtained from Jeff Nardinelli.

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22 /s/ Charles K. Verhoeven
Charles K. Verhoeven
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